

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF ARIZONA

The Securities and Exchange Commission having filed a Complaint and Defendant William D. O’Neal having entered a general appearance; consented to the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment;

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IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

(a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce

1 or of the mails to sell such security through the use or medium of any prospectus  
2 or otherwise;

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- 4 (b) Unless a registration statement is in effect as to a security, carrying or causing to  
5 be carried through the mails or in interstate commerce, by any means or  
6 instruments of transportation, any such security for the purpose of sale or for  
7 delivery after sale; or
- 8 (c) Making use of any means or instruments of transportation or communication in  
9 interstate commerce or of the mails to offer to sell or offer to buy through the use  
10 or medium of any prospectus or otherwise any security, unless a registration  
11 statement has been filed with the Commission as to such security, or while the  
12 registration statement is the subject of a refusal order or stop order or (prior to the  
13 effective date of the registration statement) any public proceeding or examination  
14 under Section 8 of the Securities Act [15 U.S.C. § 77h].
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17 II.

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
19 shall not issue any legal opinions to the effect that unregistered offerings are exempt from SEC  
20 registration under Rule 504 of Regulation D under the Securities Act [17 C.F.R. 230.504] and  
21 that securities issued in such Rule 504 offerings are unrestricted.

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24 III.

25 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
26 shall not accept securities of any issuer whose securities are quoted exclusively on the Pink OTC  
27 Markets quotation system formerly known as the Pink Sheets in consideration for legal or  
28 consultation services rendered.

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IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
is liable for disgorgement of \$163,246.22, representing profits gained as a result of the conduct  
alleged in the Complaint, together with prejudgment interest thereon in the amount of  
\$33,000.78, and a civil penalty in the amount of \$25,000.00 pursuant to Section 20(d) of the  
Securities Act [15 U.S.C. § 77t (d)]. Defendant shall satisfy this obligation by paying  
\$221,247.00 within ten business days to the Clerk of this Court, together with a cover letter  
identifying William D. O’Neal as a defendant in this action; setting forth the title and civil action  
number of this action and the name of this Court; and specifying that payment is made pursuant  
to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment  
and letter to the Commission’s counsel in this action. By making this payment, Defendant  
relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds  
shall be returned to Defendant. Defendant shall pay post-judgment interest on any delinquent  
amounts pursuant to 28 USC § 1961.

The Clerk shall deposit the funds into an interest bearing account with the Court Registry  
Investment System (“CRIS”) or any other type of interest bearing account that is utilized by the  
Court. These funds, together with any interest and income earned thereon (collectively, the  
“Fund”), shall be held in the interest bearing account until further order of the Court. In  
accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative  
Office of the United States Courts, the Clerk is directed, without further order of this Court, to  
deduct from the income earned on the money in the Fund a fee equal to ten percent of the income  
earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the  
United States.

The Commission may by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action based on Defendant's payment of disgorgement in this action, argue that he is entitled to, nor shall he further benefit by, offset or reduction of such compensatory damages award by the amount of any part of Defendant's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Defendant shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Defendant by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

v.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is  
incorporated herein with the same force and effect as if fully set forth herein, and that Defendant  
shall comply with all of the undertakings and agreements set forth therein.

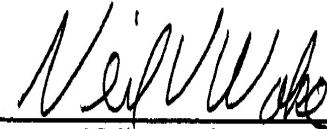
1 VI.  
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4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain  
jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.  
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6 VII.  
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8 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil  
Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.  
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10 Dated this 12th day of August, 2008.  
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12 Neil V. Wake  
13 United States District Judge  
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